

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO.

19708-1

DEC 30 '99

2:50 PM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

December 30, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of December 30, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 19708.

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Business Asset Funding  
Corporation  
4 North Park Drive, Suite 500  
Hunt Valley, Maryland 21031

Assignee: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

Fourty (40) locomotives, CR 3346 – CR 3385, inclusive.

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

RECORDATION 19708-0  
DEC 30 1999 2:50 PM  
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Assignment") is made and entered into as of December 30, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and ALLFIRST BANK, the assignee of Progress Rail Services Corporation ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as lessor, and Consolidated Rail Corporation, as lessee ("Lessee"), have heretofore entered into that certain Equipment Lease Agreement dated as of November 17, 1995 (the "Lease"), pertaining to the locomotives described in the Lease (the "Locomotives"). The Memorandum of Lease with respect to the Lease was filed on November 14, 1995 under Recordation Number 19708 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Locomotives and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

RECORDATION 19708-0  
DEC 30 1999 2:00 PM  
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

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This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: 

Name: Steven J. Williams

Title: Transaction and  
Syndication Manager

ASSIGNEE:

ALLFIRST BANK

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.


ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: \_\_\_\_\_  
Name: Steven J. Williams  
Title: Transaction and  
Syndication Manager

ASSIGNEE:

ALLFIRST BANK

By:   
Name: CHRISTOPHER A PISON  
Title: VICE PRESIDENT

STATE OF MARYLAND                    )  
  ) ss.  
COUNTY OF BALTIMORE                )

On this 29 day of December, 1999, before me appeared Steven J. Williams, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Lorie A. Clements  
Notary Public

My commission expires: April 9, 2002



LORIE A. CLEMENTS  
NOTARY PUBLIC - MARYLAND  
BALTIMORE COUNTY  
My Comm. Exp. April 9, 2002

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 19708-1 FILED  
DEC 30 '99 2-50 PM  
SURFACE TRANSPORTATION BOARD  
COUNSEL  
URBAN A. LESTER

December 30, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

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Assignee: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

Fourty (40) locomotives, CR 3346 – CR 3385, inclusive.

Mr. Vernon A. Williams  
December 30, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", followed by a horizontal flourish.

Robert W. Alvord

RWA/bjg  
Enclosures



RECORDATION NO. 19708-2 FILED  
DEC 30 '99 2-50 PM  
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

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This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: *Steven J. Williams*

Name: Steven J. Williams

Title: Transaction and  
Syndication Manager

ASSIGNEE:

ALLFIRST BANK

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.


ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: \_\_\_\_\_  
Name: Steven J. Williams  
Title: Transaction and  
Syndication Manager

ASSIGNEE:

ALLFIRST BANK

By:   
Name: CHRISTOPHER A. PISPIN  
Title: Vice President

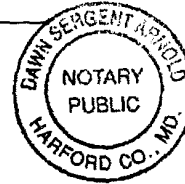
STATE OF MARYLAND )  
City of Baltimore ) ss.  
COUNTY OF Baltimore )

On this 30<sup>th</sup> day of December, 1999, before me appeared Christopher A. Pistell, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that [he] ~~[she]~~ is the Vice President of ALLFIRST BANK and that, being duly authorized, [he] ~~[she]~~ signed such instrument as a free act on behalf of said corporation.

[Seal]

Dawn Sargent Arnold  
Notary Public

My commission expires: My Commission Expires 05/26/2002



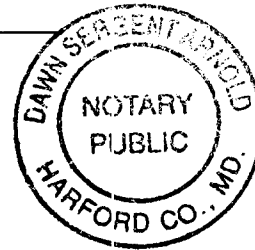
STATE OF MARYLAND )  
City of Baltimore ) ss.  
COUNTY OF Baltimore )

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[Seal]

Dawn Sargent Arnold  
Notary Public

My commission expires: My Commission Expires 05/26/2002



STATE OF MARYLAND            )  
                                  ) ss.  
COUNTY OF BALTIMORE        )

On this 29 day of December, 1999, before me appeared Steven J. Williams, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Lorie A. Clements  
Notary Public

My commission expires: April 9, 2002



LORIE A. CLEMENTS  
NOTARY PUBLIC - MARYLAND  
BALTIMORE COUNTY  
My Comm. Exp. April 9, 2002